

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

| | | |
|--|---|--|
| In re: |) | Chapter 11 (Joint Administration) |
| |) | |
| SD-Charlotte, LLC, <i>et al.</i>,¹ |) | Case No. 20-30149 |
| |) | |
| Debtors. |) | |

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMERS REGARDING DEBTOR'S SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

SD-Charlotte, LLC and its debtor affiliates in the above-captioned chapter 11 cases (collectively, the “Debtors” and each a “Debtor”) are filing their respective Schedules of Assets and Liabilities (each, a “Schedule” and, collectively, the “Schedules”) and Statement of Financial Affairs (each, a “Statement” or “SOFA” and, collectively, the “Statements” or “SOFAs”) in the Bankruptcy Court for the Western District of North Carolina (the “Bankruptcy Court”) pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These Global Notes and Statements of Limitations, Methodology, and Disclaimer Regarding the Debtors' Schedules and Statements (collectively, the "Global Notes") pertain to, and are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. These Global Notes should be referred to, and referenced in connection with, any review of the Schedules and Statements.

The Debtors' management prepared the Schedules and Statements with the assistance of their advisors and other professionals. The Schedules and Statements are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. The Debtors' management team and advisors have made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances; however,

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: SD-Charlotte, LLC (7237); RHTT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294) and Southern Deli Holdings, LLC (9425).

subsequent information or discovery may result in material changes to the Schedules and Statements and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors and their agents, attorneys and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized. In no event shall the Debtors or their agents, attorneys and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages.

Mr. Brian Rosenthal, Chief Restructuring Officer for each of the Debtors has signed each of the Schedules and Statements. Mr. Rosenthal is an authorized signatory for each of the Debtors. In reviewing and signing the Schedules and Statements, Mr. Rosenthal has relied upon the efforts, statements, and representations of various personnel employed by the Debtors and their advisors. Mr. Rosenthal has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

The Schedules, Statements, and Global Notes should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

Global Notes and Overview of Methodology

1. Reservation of Rights. Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to (i) amend or supplement the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, without limitation, the right to amend the Schedules and Statements with respect to claim description, designation, or Debtor against which the claim is asserted; (ii) dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, priority, status or classification; (iii) subsequently designate any claim as "disputed," "contingent," or "unliquidated;" or object to the extent, validity, enforceability, priority or avoidability of any claim. Any failure to designate a claim in the Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such claim or amount is not "disputed," "contingent," or "unliquidated." Listing a claim does not constitute an admission of liability by the Debtors against which the claim is listed or against any of the Debtors. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to the Debtors' chapter 11 cases, including, without limitation, issues involving claims, substantive consolidation, defenses, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation or

rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements except as may be required by applicable law.

2. Description of the Cases and "As Of" Information Date. On February 7, 2020 (the "Petition Date"), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors' cases are jointly administered under case number 20-30149 (JLB). The Debtors are currently operating their businesses and possessing their property as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code. On February 20, 2020, the Bankruptcy Court entered the *Order Granting Motion to Jointly Administer Case(s)* [Docket No. 51]. On February 20, 2020, the Bankruptcy Court entered the *Order Appointing Creditors' Committee* [Docket No. 87] pursuant to its authority under 11 U.S.C. 1102 of the Bankruptcy Code.

Except as otherwise noted, all asset and liability information is as of the Petition Date.

3. Amendments and Recharacterization. Notwithstanding the Debtors' commercially reasonable efforts to properly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items. Accordingly, the Debtors reserve all of their rights to re-characterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules and Statements at a later time as is necessary or appropriate as additional information becomes available, including without limitation, whether contracts or leases listed herein were deemed executory or unexpired as of the Petition Date and remain executory and unexpired postpetition. Disclosure of information in one or more Schedules, one or more Statements, or one or more exhibits or attachments to the Schedules or Statements, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedules, Statements, exhibits, or attachments. The Debtors reserve their right to amend the Schedules and Statements in all respects at any time as may be necessary or appropriate, including, without limitation, the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules and Statements as to amount, to liability, or to classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Any failure to designate a claim as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim is not "contingent," "unliquidated," or "disputed."

4. Estimates and Assumptions. The preparation of the Schedules and Statements requires the Debtors to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities on the date of the Schedules and Statements and other matters. Actual results could differ from those estimates.

5. Unknown Amounts. Certain of the scheduled assets and liabilities are unknown and unliquidated at this time. In such cases, the amounts are listed as "Undetermined," "Unknown" or "Unliquidated." Amounts that are Unknown, Undetermined or Unliquidated may be material. Accordingly, the Schedules and Statements do not accurately reflect the aggregate amount of the Debtors' assets and liabilities

6. Liabilities. The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information available and the research conducted in conjunction with the preparation of these Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The liabilities listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

7. Intellectual Property Rights. Any exclusion of intellectual property from being listed on the Statements and Schedules shall not be constructed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

8. Basis of Presentation. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtors. Additionally, these Schedules and Statements contain unaudited information that is subject to further review, potential adjustment and reflect the Debtors' commercially reasonable efforts to report the assets and liabilities of each Debtor on an unconsolidated basis.

9. Asset Values. It would be prohibitively expensive, unduly burdensome, and time-consuming to obtain current market valuations of the Debtors' property interests. Accordingly, to the extent any asset value is listed herein, and unless otherwise noted therein, net book values rather than current market values of the Debtors' property interests are reflected on the applicable Schedule or Statement. Unless otherwise indicated, all asset amounts and claim amounts are listed as of the Petition Date.

10. Causes of Action. The Debtors reserve all of their rights with respect to any cause of action (including avoidance actions), controversy, right of setoff, cross claim, counterclaim, or recoupment and any claim on contracts or for breaches of duties imposed by law or in equity, demand, right, action, lien, indemnity, guaranty, suit, obligation, liability, damage, judgment, account, defense, power, privilege, license, and franchise of any kind or character whatsoever, known, unknown, fixed or contingent, matured or unmatured, suspected or unsuspected, liquidated or unliquidated, disputed or undisputed, secured or unsecured, assertable directly or derivatively, whether arising before, on, or after the Petition Date, in contract or in tort, law or in equity, or pursuant to any other theory of law (collectively, "Causes of Action") they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any claims or Causes of Action or in any way prejudice or impair the assertion of such claims or Causes of Action. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, the Debtors' right to seek equitable subordination and/or assert causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers.

12. Insiders. Where the Schedules and Statements require information regarding insiders and/or officers and directors, included therein are each of the Debtors' (a) members (or persons in similar positions) and (b) employees that are, or were during the relevant period,

officers (or persons in control). The listing of a party as an insider is not intended to be nor should it be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved. Persons listed as "insiders" have been included for informational purposes only, and such individuals should not be deemed to be "insiders" for other purposes.

13. Summary of Significant Reporting Policies and Practices. The following conventions were utilized by the Debtors in preparation of the Schedules and Statements:

- (a) Undetermined Amounts. The description of an amount as "unknown," "unliquidated," or "undetermined" is not intended to reflect upon the materiality of such amount.
- (b) Totals. All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different from the listed total.
- (c) Fair Market Value; Book Value. Unless otherwise noted therein, the Schedules and Statements reflect the carrying value of the liabilities as listed in the Debtors' books and records.
- (d) Setoff/Recoupment Rights. The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by or on behalf of the Debtors, or inchoate statutory lien rights. Such counterparties have been listed on Schedule F.
- (e) Disputed, Contingent and/or Unliquidated Claims. Schedules D, E, and F permit the Debtors to designate a claim as disputed, contingent, and/or unliquidated. A failure to designate a claim on any of these Schedules and Statements as disputed, contingent, and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules and Statements as to amount, liability, or status.
- (f) Executory Contracts. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G.

14. Intercompany Payables and Receivables. Intercompany payables and receivables between the Debtors are set forth on Schedule E/F or Schedule A/B 77, as applicable. The listing by the Debtors of any account between a Debtor and another Debtor is a statement of what appears on a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, characterization, validity, or priority of such account. The Debtors reserve all rights with respect to such accounts.

Specific Disclosures with Respect to the Debtors' Schedules

Schedules Summary. Except as otherwise noted, the asset and liability information provided herein reflects the Debtors' data as of close of business on February 6, 2020. The Schedules reflect the assets and liabilities of the Debtors on a nonconsolidated basis, except as otherwise noted, and were prepared from the general ledger data of the Debtors.

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given among other things, the uncertainty surrounding the collectability and ownership of certain assets and the valuation and nature of certain liabilities, the Schedules should not be relied upon nor do they constitute an admission regarding the solvency or insolvency of either Debtor.

Schedule A/B. P1.Q3. *Checking, savings, money market, or financial brokerage accounts.* The Debtors collectively have 88 zero balance sweep accounts. The accounts have been disclosed in pleadings. As a result, the accounts are not included herein. As to the operating and disbursement accounts, such accounts may have negative balances as a result of the timing of the sweep at close of business on February 6, 2020.

Schedule A/B. P3.Q11. *Accounts receivable.* Amounts listed on Schedule A/B 11 reflect accounts receivable due to the Debtors. Amounts reflected here do not include intercompany receivables, which as described above, are reflected elsewhere in the Schedules.

Schedule A/B. P4.Q15. *Non-publicly traded stock and interests in incorporated and unincorporated businesses, including an LLC, partnership or joint venture.* Equity interests in subsidiaries and affiliates arise from LLC membership interests. For purposes of these Schedules, the Debtors have listed an undetermined value for the equity interests. The book values of certain assets may materially differ from their fair market values.

Schedule A/B. P5.Q24. *Perishable Inventory.* To the extent the Debtors list food as inventory that existed on the Petition Date, such food was perishable but has been stored and used in the ordinary course of operations.

Schedule A/B. P11.Q72. *Tax refunds and unused net operating losses (NOLs).* The Debtors had no net operating loss carryforwards for the 2019 tax year. However, the Debtors believe that it is possible that certain NOLs may be generated during the 2020 tax year. Due to uncertainty related to losses that have occurred or may occur, as well as the inability to accurately estimate such losses as of the Petition Date, the Debtors have included no amounts with respect to net operating losses in the Schedules.

Schedule A/B. P11.Q77. *Other property of any kind not already listed.* The listing of any account between a Debtor and another Debtor or is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, character, validity, or priority of such account. These intercompany accounts remain subject to review by the Debtors, and the Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a claim, an interest, or not allowed at all.

Schedule D. Creditors Who Have Claims Secured by Property. The listing of the Debtors of creditors with liens does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, character, validity, or priority of such liens.

Schedule E/F. Creditors Who Have Unsecured Claims. The listing by the Debtors of any account between a Debtor and another Debtor is a statement of what appears in a particular Debtor's books and records and does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, character, validity, or priority of such account. These accounts remain subject to review by the Debtors, and the Debtors take no position in these Schedules and Statements as to whether such accounts would be allowed as a claim, an interest, or not allowed at all.

Certain of the claims of state and local taxing authorities set forth in Schedule E/F may ultimately be deemed, in whole or in part, to be secured claims pursuant to state or local laws. The Debtors reserve their right to dispute or challenge whether claims owing to various taxing authorities are secured or entitled to such priority. The listing of any claim on Schedule E/F does not constitute an admission that such claim is entitled to priority pursuant to section 507 of the Bankruptcy Code.

Schedule G. Executory Contracts and Unexpired Leases. Certain of the items reflected on Schedule G may contain renewal options, purchase options, rights of first refusal and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule G. The Debtors hereby expressly reserve the right to assert that any item listed on Schedule G is an executory contract or unexpired lease within the meaning of section 365 of the Bankruptcy Code. In addition, the Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed on Schedule A/B, including their right to dispute or challenge the characterization or the structure of any transaction, document, or instrument (including any intercompany agreement).

Certain confidentiality agreements may not be listed on Schedule G. The Debtors reserve all rights with respect to such agreements. Certain of the contracts and agreements listed on Schedule G may consist of several parts that may not be listed on Schedule G or that may be listed as a single entry.

Specific Disclosures with Respect to the Debtors' Statements

Part 2/Question 3. *Certain payments or transfers to creditors within 90 days before filing this case.* In Statement 3, disbursements made on account of multiple invoices may be reflected as a single payment. Additionally, payments shown in Statement 3 do not include payments to professionals related to bankruptcy, which are shown separately in Part 6/Question 11.

Part 2/Question 4. *Payments or other transfers of property made within 1 year before filing this case that benefited any insider.* Where mutuality exists between intercompany parties with respect to Southern Deli Holding, LLC's ownership of RTHT Investment, LLC (receivable and payable to and from same legal entities), the information presented is on a net basis.

Debtors show all transfers made to Yaron Goldman during the one year prior to the bankruptcy. The listing by the Debtors of any transfer to American Express or Citi cards on behalf of Yaron Goldman is what is shown on the Debtors' books and records and does not reflect any admission or conclusion as to whether such transfers were for proper business reimbursement or otherwise.

Part 6/Question 11. *Payments or transfers related to debtor counseling or bankruptcy made within 1 year preceding commencement of this case.* Payments to these professionals may have included amounts related to professional advice for non-bankruptcy issues. The Debtors did not conduct an analysis regarding the nature of the services rendered in attempt to delineate the payments to such professionals related only to advice on bankruptcy issues.

Part 11/Question 21. *Property held for another.* Certain creditors assert that they sold perishable agricultural commodities on credit to the Debtors and have trust rights pursuant to the Perishable Agricultural Commodities Act of 1930 (the “PACA”). The Debtors have listed the PACA trust rights in the Statements but the Debtors have not reviewed such claims. The Debtors reserve their right to dispute or challenge such PACA claims and including them on the Statements does not reflect any admission or conclusion of the Debtors regarding the allowance, classification, character, validity, or priority of such claims.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA**

| | | |
|---|---|----------------------|
| _____ |) | |
| In re: |) | Chapter 11 |
| |) | |
| SD-Charlotte, LLC, <i>et al.</i> , ¹ |) | Case No. 20-30149 |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |
| _____ |) | |

**SCHEDULES OF ASSETS AND LIABILITIES FOR SD-CHARLOTTE, LLC
(CASE NO. 20-30149)**

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).

Fill in this information to identify the case:

Debtor name: SD-Charlotte, LLC

United States Bankruptcy Court for the: Western District of North Carolina

Case number: 20-30149



Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

1. Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B)

1a. Real property:

\$180,880.23

Copy line 88 from Schedule A/B

1b. Total personal property:

\$45,992.15

Copy line 91A from Schedule A/B

1c. Total of all property:

\$226,872.38

Copy line 92 from Schedule A/B

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

\$17,900,000.00

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

\$97,384.70

Copy the total claims from Part 1 from line 5a of Schedule E/F

3b. Total amount of claims of nonpriority amount of unsecured claims:

\$698,356.37

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F

4. Total Liabilities

\$18,695,741.07

Lines 2 + 3a + 3b

Fill in this information to identify the case:

Debtor name: SD-Charlotte, LLC

United States Bankruptcy Court for the: Western District of North Carolina

Case number: 20-30149



Check if this is an amended filing

Official Form 206A/B**Schedule A/B: Assets — Real and Personal Property 12/15**

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and Cash Equivalents**1. Does the debtor have any cash or cash equivalents?**

No. Go to Part 2.



Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand**

| | | |
|-----|--|------------|
| 2.1 | | \$5,400.00 |
|-----|--|------------|

3. Checking, savings, money market, or financial brokerage accounts *(Identify all)*

| | Name of institution (bank or brokerage firm) | Type of account | Last 4 digits of account # | |
|-----|--|-------------------------|----------------------------|-------------|
| 3.1 | Bank of America | Checking Master Account | 8886 | \$19,208.31 |
| 3.2 | Bank of America | Checking Sub Account | 8899 | -\$2,185.01 |

4. Other cash equivalents *(Identify all)*

| | | |
|-----|-----|--------|
| 4.1 | N/A | \$0.00 |
|-----|-----|--------|

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$22,423.30

Part 2: Deposits and prepayments**6. Does the debtor have any deposits or prepayments?**

No. Go to Part 3.



Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

| | | |
|-----|---|------------|
| 7.1 | Charlotte Mt. Holly Deposits - Utilities: Piedmont Natural Gas | \$868.00 |
| 7.2 | Indian Trail Deposits - Utilities: Union County Government | \$50.00 |
| 7.3 | Indian Trail Deposits - Utilities: Union Power Cooperative | \$4,330.00 |
| 7.4 | Pigeon Forge Deposits - Utilities: City of Pigeon Forge Utilities | \$600.00 |

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

| | | |
|-----|------------------------------|------------|
| 8.1 | Prepaid Advertising | \$1,107.69 |
| 8.2 | Prepaid Contract Maintenance | \$4,187.99 |
| 8.3 | Prepaid License | \$2,339.54 |

9. Total of Part 2

Add lines 7 through 8. Copy the total to line 81.

\$13,483.22

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☐ No. Go to Part 4.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

| | | | | | | | |
|------|----------------------|-------------|---|------------------------------------|---------|---|-------------|
| 11a. | 90 days old or less: | \$13,447.51 | — | \$3,361.88 | = | → | \$10,085.63 |
| | face amount | | | doubtful or uncollectible accounts | | | |
| 11b. | Over 90 days old: | \$0.00 | — | \$0.00 | = | → | \$0.00 |
| | face amount | | | doubtful or uncollectible accounts | | | |

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$10,085.63

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
- ☐ Yes. Fill in the information below.

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

14.1

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity: % of ownership:

15.1

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

16.1

17. Total of Part 4

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.
- ☒ Yes. Fill in the information below.

| General description | | Date of the last physical inventory | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|------|-------------------------------------|---|---|------------------------------------|
| 19. Raw materials | | | | | |
| 19.1 | Food | 02/06/2019 | \$73,123.61 | Net Book Value | Undetermined |
| 20. Work in progress | | | | | |
| 20.1 | N/A | | \$ | | \$0.00 |
| 21. Finished goods, including goods held for resale | | | | | |
| 21.1 | N/A | | \$ | | \$0.00 |
| 22. Other inventory or supplies | | | | | |
| 22.1 | N/A | | \$ | | \$0.00 |

23. Total of Part 5

Add lines 19 through 22. Copy the total to line 84.

\$0.00

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☒ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

☐ No

☒ Yes

Book value\$147,545.01

Valuation methodBook Value

Current valueUndetermined

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

☒ No

☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

☒ No. Go to Part 7.

☐ Yes. Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|---|---|------------------------------------|
| 28. Crops—either planted or harvested | | | |
| 28.1 | \$ | | \$0.00 |
| 29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish | | | |
| 29.1 | \$ | | \$0.00 |
| 30. Farm machinery and equipment (Other than titled motor vehicles) | | | |
| 30.1 | \$ | | \$0.00 |
| 31. Farm and fishing supplies, chemicals, and feed | | | |
| 31.1 | \$ | | \$0.00 |
| 32. Other farming and fishing-related property not already listed in Part 6 | | | |
| 32.1 | \$ | | \$0.00 |

33. Total of Part 6

Add lines 28 through 32. Copy the total to line 85.

\$0.00

34. Is the debtor a member of an agricultural cooperative?

☐ No

☐ Yes. Is any of the debtor's property stored at the cooperative?

☐ No

☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

☐ No

☐ Yes

Book value\$

Valuation method

Current value\$

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No
- ☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
- ☒ Yes. Fill in the information below.

| General description | | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--------------------------|--|---|------------------------------------|
| 39. Office furniture | | | | |
| 39.1 | Computer/Phone Equipment | \$361,416.82 | Net Book Value | Undetermined |
| 39.2 | Furniture & Fixtures | \$8,229.74 | Net Book Value | Undetermined |
| 40. Office fixtures | | | | |
| 40.1 | N/A | \$ | | \$0.00 |
| 41. Office equipment, including all computer equipment and communication systems equipment and software | | | | |
| 41.1 | Equipment | \$322,314.08 | Net Book Value | Undetermined |
| 42. Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles | | | | |
| 42.1 | N/A | \$ | | \$0.00 |

43. Total of Part 7

Add lines 39 through 42. Copy the total to line 86.

\$0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☒ No
- ☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicle?

- ☐ No. Go to Part 9.
- ☒ Yes. Fill in the information below.

| General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number) | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|--|---|------------------------------------|
| 47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles | | | |
| 47.1 N/A | \$ | | \$0.00 |
| 48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels | | | |
| 48.1 N/A | \$ | | \$0.00 |
| 49. Aircraft and accessories | | | |
| 49.1 N/A | \$ | | \$0.00 |
| 50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment) | | | |
| 50.1 Signs | \$100,437.50 | Net Book Value | Undetermined |

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☒ No
- ☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 9: Real Property

54. Does the debtor own or lease any real property?

- ☐ No. Go to Part 10.
- ☒ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

| Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available. | Nature and extent of debtor's interest in property | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|--|---|------------------------------------|
| 55.1 Leasehold Improvements | Leased | \$180,880.23 | Net Book Value | \$180,880.23 |

| | | | | | | |
|--------|--|---------------------------------|----------------|---------------------------|--------------|--|
| Debtor | SD-Charlotte, LLC | Case number (if known) 20-30149 | | | | |
| | Name | Case 20-30154 Doc | Filed 03/30/20 | Entered 03/30/20 22:26:33 | Desc Main | |
| 55.2 | Store 2841 - 3555 Franklin Road SW, Roanoke, VA 24014 | Leased | Undetermined | | Undetermined | |
| 55.3 | Store 3700 - 877 Old Airport Road, Bristol, VA 24201 | Leased | Undetermined | | Undetermined | |
| 55.4 | Store 4725 - 128 Williamson Road, Mooresville, NC 28177 | Leased | Undetermined | | Undetermined | |
| 55.5 | Store 4804 - 500 Boundary St Sw, Newton, NC 28658 | Leased | Undetermined | | Undetermined | |
| 55.6 | Store 4877 - 14315 E. Independence Blvd., Indian Trail, NC 28079 | Leased | Undetermined | | Undetermined | |
| 55.7 | Store 4983 - 2204 S. Sterling Street, Morganton, NC 28655 | Leased | Undetermined | | Undetermined | |
| 55.8 | Store 5133 - 2525 S New Hope Rd, Gastonia, NC 28056 | Leased | Undetermined | | Undetermined | |
| 55.9 | Store 5425 - 7820 Forest Point Boulevard, Charlotte, NC 28217 | Leased | Undetermined | | Undetermined | |
| 55.10 | Store 5650 - 2246 Parkway, Pigeon Forge, TN 37863 | Leased | Undetermined | | Undetermined | |
| 55.11 | Store 5701 - 265 Mt Holly-Huntersville Rd, Charlotte, NC 28214 | Leased | Undetermined | | Undetermined | |
| 55.12 | Store 5789 - 10642 Chapman Hwy, Seymour, TN 37865 | Leased | Undetermined | | Undetermined | |

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$180,880.23

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☒ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---------------------|--|---|------------------------------------|
|---------------------|--|---|------------------------------------|

| | | | |
|--|----|--|--------|
| 60. Patents, copyrights, trademarks, and trade secrets | | | |
| 60.1 | \$ | | \$0.00 |
| 61. Internet domain names and websites | | | |
| 61.1 | \$ | | \$0.00 |
| 62. Licenses, franchises, and royalties | | | |
| 62.1 | \$ | | \$0.00 |
| 63. Customer lists, mailing lists, or other compilations | | | |
| 63.1 | \$ | | \$0.00 |
| 64. Other intangibles, or intellectual property | | | |
| 64.1 | \$ | | \$0.00 |
| 65. Goodwill | | | |
| 65.1 | \$ | | \$0.00 |

| | | | |
|---|--|--|--------|
| 66. Total of Part 10. | | | |
| Add lines 60 through 65. Copy the total to line 89. | | | \$0.00 |

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
- ☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No
- ☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?
Include all interests in executory contracts and unexpired leases not previously reported on this form.

☒ No. Go to Part 12.

☐ Yes. Fill in the information below.

Current value of debtor's interest

71. Notes receivable
Description (include name of obligor)

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

72.1

Tax year

73. Interests in insurance policies or annuities

73.1

74. Causes of action against third parties (whether or not a lawsuit has been filed)

74.1

Nature of Claim

Amount requested

\$

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

75.1

Nature of Claim

Amount requested

\$

76. Trusts, equitable or future interests in property

76.1

77. Other property of any kind not already listed Examples: Season tickets, country club membership

77.1

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

| Type of property | Current value of personal property | Current value of real property |
|--|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1. | \$22,423.30 | |
| 81. Deposits and prepayments. Copy line 9, Part 2. | \$13,483.22 | |
| 82. Accounts receivable. Copy line 12, Part 3. | \$10,085.63 | |
| 83. Investments. Copy line 17, Part 4. | \$0.00 | |

84. **Inventory.** Copy line 23, Part 5.

85. **Farming and fishing-related assets.** Copy line 33, Part 6.

86. **Office furniture, fixtures, and equipment; and collectibles.** Copy line 43, Part 7.

87. **Machinery, equipment, and vehicles.** Copy line 51, Part 8.

88. **Real property.** Copy line 56, Part 9.

89. **Intangibles and intellectual property..** Copy line 66, Part 10.

90. **All other assets.** Copy line 78, Part 11.

91. **Total. Add lines 80 through 90 for each column**

92. **Total of all property on Schedule A/B.** Lines 91a + 91b = 92.

91a.

\$45,992.15

91b.

\$180,880.23

\$226,872.38

Fill in this information to identify the case:

Debtor name: SD-Charlotte, LLC

United States Bankruptcy Court for the: Western District of North Carolina

Case number: 20-30149

☐

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

Be as complete and accurate as possible.

Part 1: List Creditors Who Have Claims Secured by Property

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in the information below.

2. List creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A

Amount of Claim

Do not deduct the value of collateral.

Column B

Value of collateral that supports this claim

2.1

Creditor's name and mailing address

APP Funding LLC
85 Broad Street
Floor 17
New York, NY10004

Date debt was incurred?

12/4/2019

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No

☒ Yes. Specify each creditor, including

this creditor, and its relative priority.

- 1 - US Foods, Inc.
2 - Bridge Funding Group, Inc.
3 - APP Funding LLC
3 - Itria Ventures LLC
3 - Libertas Funding, LLC
3 - Royal Business Group LLC

Describe debtor's property that is subject to the lien:

Blanket Lien

Describe the lien

Is the creditor an insider or related party?

☒ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☒ Yes. Fill out Schedule H: Codebtors(Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply.

☒ Contingent

☒ Unliquidated

☒ Disputed

Undetermined

Unknown

2.2

Creditor's name and mailing address

Bridge Funding Group, Inc.
215 Shilling Circle
Suite 100
Hunt Valley, MD21031

Date debt was incurred?

5/10/2018

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

No

Yes. Specify each creditor, including

this creditor, and its relative priority.

- 1 - US Foods, Inc.
- 2 - Bridge Funding Group, Inc.
- 3 - APP Funding LLC
- 3 - Itria Ventures LLC
- 3 - Libertas Funding, LLC
- 3 - Royal Business Group LLC

Describe debtor's property that is subject to the lien:

Blanket Lien

Describe the lien

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out Schedule H: Codebtors(Official

Form 206H)

As of the petition filing date, the claim is:

Check all that apply.

Contingent

Unliquidated

Disputed

\$17,900,000.00

Unknown

2.3

Creditor's name and mailing address

Itria Ventures LLC
C/O Corporation Service Co.
PO Box 2576
Springfield, IL62708

Date debt was incurred?

12/11/2018

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

No

Yes. Specify each creditor, including

this creditor, and its relative priority.

- 1 - US Foods, Inc.
- 2 - Bridge Funding Group, Inc.
- 3 - APP Funding LLC
- 3 - Itria Ventures LLC
- 3 - Libertas Funding, LLC
- 3 - Royal Business Group LLC

Describe debtor's property that is subject to the lien:

Accounts, chattel paper, deposit accounts, documents, personal property, general intangibles, equipment, assets, fixtures, inventory and proceeds.

Describe the lien

Is the creditor an insider or related party?

No

Yes

Is anyone else liable on this claim?

No

Yes. Fill out Schedule H: Codebtors(Official

Form 206H)

As of the petition filing date, the claim is:

Check all that apply.

Contingent

Unliquidated

Disputed

Undetermined

Unknown

2.4

Creditor's name and mailing address

Libertas Funding, LLC
C/O C T Corporation System
Attn: SPRS
330 N. Brand Blvd
Suite 700
Glendale, CA91203

Date debt was incurred?

12/26/2019

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
- ☒ Yes. Specify each creditor, including this creditor, and its relative priority.
1 - US Foods, Inc.
2 - Bridge Funding Group, Inc.
3 - APP Funding LLC
3 - Itria Ventures LLC
3 - Libertas Funding, LLC
3 - Royal Business Group LLC

Describe debtor's property that is subject to the lien:
Future receivables and payment rights pursuant to that certain as Representative Merchant Agreement.

Describe the lien

Is the creditor an insider or related party?

- ☒ No
- ☐ Yes

Is anyone else liable on this claim?

- ☒ No
- ☐ Yes. Fill out Schedule H: Codebtors(Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
- ☒ Unliquidated
- ☒ Disputed

\$0.00

Unknown

2.5

Creditor's name and mailing address

Royal Business Group LLC
734 West Broadway
Woodmere, NY11598

Date debt was incurred?

12/4/2019

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
- ☒ Yes. Specify each creditor, including this creditor, and its relative priority.
1 - US Foods, Inc.
2 - Bridge Funding Group, Inc.
3 - APP Funding LLC
3 - Itria Ventures LLC
3 - Libertas Funding, LLC
3 - Royal Business Group LLC

Describe debtor's property that is subject to the lien:
Blanket Lien

Describe the lien

Is the creditor an insider or related party?

- ☒ No
- ☐ Yes

Is anyone else liable on this claim?

- ☐ No
- ☒ Yes. Fill out Schedule H: Codebtors(Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply.

- ☒ Contingent
- ☒ Unliquidated
- ☒ Disputed

Undetermined

Unknown

\$17,900,000.00

Fill in this information to identify the case:

Debtor name: SD-Charlotte, LLC

United States Bankruptcy Court for the: Western District of North Carolina

Case number: 20-30149

☐

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.

☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

2.1 Priority creditor's name and mailing address

See Attachment

Date or dates debt was incurred

Last 4 digits of account number

Specify Code subsection of PRIORITY unsecured claim:

11 U.S.C. § 507(a) ()

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim:

Is the claim subject to offset?

☐ No

☐ Yes

Total claim

\$97,384.70

Priority amount

\$97,384.70

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1 Nonpriority creditor's name and mailing address

See Attachment

Date or dates debt was incurred

As of the petition filing date, the claim is:

Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim:

Is the claim subject to offset?

☐ No

☐ Yes

Amount of claim

\$698,356.37

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|--------------------------|--|---|
| 4.1. _____ | Line _____ <input type="checkbox"/> Not listed. Explain _____ | _____ |

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

| | | Total of claim amounts |
|---|-----|------------------------|
| 5a. Total claims from Part 1 | 5a. | \$97,384.70 |
| 5b. Total claims from Part 2 | 5b. | \$698,356.37 |
| 5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c. | 5c. | \$795,741.07 |

| ID | Creditor's Name | Address 1 | Address 2 | City | State | ZIP | Date Incurred | Last 4 Digits of Account # | Specify Code Subsection Of Priority Unsecured Claim: 11 U.S.C. §507(a)(___) | Basis for Claim | Contingent | Unliquidated | Disputed | Is the Claim Subject to Offset? (Yes/No) | Total Claim | Priority Amount |
|-------|---|---------------|---------------|--------------|-------|------------|---------------|----------------------------|--|-----------------|------------|--------------|----------|--|-------------|-----------------|
| 2.001 | Burke County Tax Collector | PO Box 63072 | | Charlotte | NC | 28263-3072 | | | 8 | Tax Claim | | X | X | | \$7,375.85 | \$7,375.85 |
| 2.002 | Catawba County Tax Collector | PO Box 368 | | Newton | NC | 28658-0368 | | | 8 | Tax Claim | | X | X | | \$7,921.19 | \$7,921.19 |
| 2.003 | City of Pigeon Forge | PO Box 1350 | | Pigeon Forge | TN | 37868 | | | 8 | Tax Claim | | X | X | | \$129.00 | \$129.00 |
| 2.004 | Gaston County Tax Collector | PO Box 1578 | | Gastonia | NC | 28053-1578 | | | 8 | Tax Claim | | X | X | | \$2,577.87 | \$2,577.87 |
| 2.005 | Gaston County Tax Collector-Prop Tax | PO Box 580326 | | Charlotte | NC | 28258-0000 | | | 8 | Tax Claim | | X | X | | \$14,004.87 | \$14,004.87 |
| 2.006 | Iredell County Tax Collector-Prop Tax | PO Box 1027 | | Statesville | NC | 28687-0000 | | | 8 | Tax Claim | | X | X | | \$15,849.89 | \$15,849.89 |
| 2.007 | Mecklenburg County Tax Collector-Prop Tax | PO Box 71063 | | Charlotte | NC | 28272-1063 | | | 8 | Tax Claim | | X | X | | \$28,791.45 | \$28,791.45 |
| 2.008 | Sevier County Trustee | Suite 212W | 125 Court Ave | Sevierville | TN | 37862-0000 | | | 8 | Tax Claim | | X | X | | \$8,457.00 | \$8,457.00 |
| 2.009 | Town of Indian Trail Tax Collector | PO Box 2430 | | Indian Trail | NC | 28079 | | | 8 | Tax Claim | | X | X | | \$2,832.52 | \$2,832.52 |
| 2.010 | Union County Tax Collector | PO Box 38 | | Monroe | NC | 28111-0038 | | | 8 | Tax Claim | | X | X | | \$9,445.06 | \$9,445.06 |

SCHEDULE E/F PART 2 ATTACHMENT
Creditors Who Have Non-Priority Unsecured Claims

| ID | Creditor's Name | Address 1 | Address 2 | Address 3 | Address 4 | City | State | Zip | Country | Date Incurred | Last 4 Digits of Account # | Basis for Claim | Contingent | Unliquidated | Disputed | Is the Claim Subject to Offset? (Yes/No) | Total Claim |
|-------|---|--|--------------------------------|-------------------------------|------------------------|----------------|-------|------------|---------|---------------|----------------------------|------------------|------------|--------------|----------|--|--------------|
| 3.001 | Adco Cleaning Services Inc | 5760 Grove Dr | | | | Knoxville | TN | 37918-0000 | | | | Trade Claim | | | | No | \$3,960.00 |
| 3.002 | Advanced Refrigeration Services LLC | PO Box 1061 | | | | Kernersville | NC | 27285 | | | | Trade Claim | | | | No | \$2,205.39 |
| 3.003 | Advantage Platform Services, Inc. dba Advantage Capital Funding | 104 E 25th Street, 10th Floor | | | | New York | NY | 10010 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.004 | Airgas Inc | PO Box 734672 | | | | Dallas | TX | 75373-4672 | | | | Trade Claim | | | | No | \$601.16 |
| 3.005 | Airgas National Carbonation | PO Box 734673 | | | | Dallas | TX | 75373-4673 | | | | Trade Claim | | | | No | \$2,667.11 |
| 3.006 | APP Funding LLC | c/o The Law Offices of Jason Gang, PLLC | Attn: Jason A. Gang | 1245 Hewlett Plaza, Suite 478 | | Hewlett | NY | 11557 | | | | Litigation Claim | X | X | X | No | Undetermined |
| 3.007 | APP Funding LLC | c/o The Law Offices of Jason Gang, PLLC | Attn: Jason A. Gang | 1245 Hewlett Plaza, Suite 478 | | Hewlett | NY | 11557 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.008 | Ashton Britt Service Company Inc | PO Box 771 | | | | Jefferson City | TN | 37760 | | | | Trade Claim | | | | No | \$2,415.61 |
| 3.009 | AT&T 5014 | PO Box 5014 | | | | Carol Stream | IL | 60197-5014 | | | | Trade Claim | | | | No | \$143.96 |
| 3.010 | Barco Uniforms Inc | 350 W Rosecrans Ave | | | | Gardena | CA | 90248 | | | | Trade Claim | | | | No | \$3,104.69 |
| 3.011 | Bee Safe Lock & Key Inc | 1822 Kelton Lane | | | | Maryville | TN | 37803 | | | | Trade Claim | | | | No | \$268.89 |
| 3.012 | Bimbo Bakeries USA | PO Box 842419 | | | | Boston | MA | 02284-2419 | | | | Trade Claim | | | | No | \$14,630.24 |
| 3.013 | Blue Cross Blue Shield | PO Box 580017 | | | | Charlotte | NC | 28258-0017 | | | | Trade Claim | | | | No | \$10,265.94 |
| 3.014 | BMF Capital, LLC | 1820 Avenue M, Suite 125 | | | | Brooklyn | NY | 11230 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.015 | City of Conover | 101 1st Street East | | | | Conover | NC | 28613 | | | | Trade Claim | | | | No | \$175.48 |
| 3.016 | City of Gastonia | PO Box 580068 | | | | Gastonia | NC | 28258-0068 | | | | Trade Claim | | | | No | \$48.75 |
| 3.017 | City of Morganton | 305 East Union Street | Suite A100 | | | Morganton | NC | 28655 | | | | Trade Claim | | | | No | \$54.11 |
| 3.018 | City of Pigeon Forge Utilities | PO Box 1066 | | | | Pigeon Forge | TN | 37868 | | | | Trade Claim | | | | No | \$208.33 |
| 3.019 | Commercial Lighting Supply Inc | 1485 Amherst Rd | | | | Knoxville | TN | 37909 | | | | Trade Claim | | | | No | \$530.57 |
| 3.020 | Complete Graphics Inc | PO Box 892717 | | | | Oklahoma City | OK | 73189-0000 | | | | Trade Claim | | | | No | \$749.35 |
| 3.021 | Daniel M Gernanz | 475 Morie Rd | | | | Dandridge | TN | 37725 | | | | Trade Claim | | | | No | \$6,104.01 |
| 3.022 | Davco Roofing and Sheet Metal Inc | 4408 Northpointe Industrial | | | | Charlotte | NC | 28216 | | | | Trade Claim | | | | No | \$5,357.14 |
| 3.023 | Dominion Energy | PO Box 100256 | | | | Columbia | SC | 29202-0000 | | | | Trade Claim | | | | No | \$555.59 |
| 3.024 | Dot-it | PO Box 860272 | | | | Minneapolis | MN | 55486-0000 | | | | Trade Claim | | | | No | \$660.93 |
| 3.025 | Drew Pearson Company LLC | 811 Sherbrook Dr | | | | Richardson | TX | 75080-0000 | | | | Trade Claim | | | | No | \$276.34 |
| 3.026 | EBF Partners, LLC d/b/a Everest Business Funding | c/o Smith Debnam Narron Drake Saintsing & Myers, LLP | Attn: Byron L. Saintsing | PO Box 176010 | | New York | NY | 10018 | | | | Litigation Claim | X | X | X | No | Undetermined |
| 3.027 | EBF Partners, LLC d/b/a Everest Business Funding | c/o Smith Debnam Narron Drake Saintsing & Myers, LLP | Attn: Byron L. Saintsing | PO Box 176010 | | New York | NY | 10018 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.028 | Ecolab Pest Elimination Div | 26252 Network Place | | | | Chicago | IL | 60673-1262 | | | | Trade Claim | | | | No | \$971.04 |
| 3.029 | EIN CAP, Inc. | c/o Joseph S. Koval | 160 Pearl Street | 5th Floor | | New York | NY | 10005 | | | | Litigation Claim | X | X | X | No | Undetermined |
| 3.030 | EIN CAP, Inc. | c/o Joseph S. Koval | 160 Pearl Street | 5th Floor | | New York | NY | 10005 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.031 | Eleas Sign Inc | 4623 Weaver Pike | | | | Bluff City | TN | 37618-0000 | | | | Trade Claim | | | | No | \$1,257.51 |
| 3.032 | Fidelity Security Life Ins/Eyemed | Fsl/Eyemed Premiums | PO Box 632530 | | | Cincinnati | OH | 45263-2530 | | | | Trade Claim | | | | No | \$53.56 |
| 3.033 | Gaskets Rock International Inc | 409 Parkway View Dr | | | | Pittsburgh | PA | 15205 | | | | Trade Claim | | | | No | \$475.04 |
| 3.034 | Hagar Restaurant Service Inc | 6200 NW 2nd Street | | | | Oklahoma City | OK | 73127-0000 | | | | Trade Claim | | | | No | \$5,886.72 |
| 3.035 | Heritage | PO Box 1457 | | | | El Reno | OK | 73036-0000 | | | | Trade Claim | | | | No | \$702.03 |
| 3.036 | HM Electronics Inc | 2848 Whiptail Loop | | | | Carlsbad | CA | 92010 | | | | Trade Claim | | | | No | \$350.00 |
| 3.037 | Holston Gases Tri Cities | 1150 Spratlin Park Drive | | | | Gray | TN | 37615 | | | | Trade Claim | | | | No | \$685.35 |
| 3.038 | Hughes Network Systems LLC | PO Box 96874 | | | | Chicago | IL | 60693-6874 | | | | Trade Claim | | | | No | \$163.72 |
| 3.039 | Infor Restaurant Systems | 13560 Morris Rd Suite 4100 | | | | Alpharetta | GA | 30004 | | | | Trade Claim | | | | No | \$9,297.08 |
| 3.040 | Itria Ventures, LLC | c/o Burr & Forman LLP | Attn: Mignon A. Lunsford, Esq. | 421 Fayetteville Street | Suite 110, Office 1140 | Raleigh | NC | 27601 | | | | Litigation Claim | X | X | X | No | Undetermined |
| 3.041 | Itria Ventures, LLC | c/o Corporation Service Co. | PO Box 2576 | | | Springfield | IL | 62708 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.042 | Jeremy Scott Mcnutt | PO Box 486 | | | | Seymour | TN | 37865-0000 | | | | Trade Claim | | | | No | \$300.00 |
| 3.043 | Kescor Inc | PO Box 12297 | | | | Charlotte | NC | 28220 | | | | Trade Claim | | | | No | \$366.71 |
| 3.044 | Kington Sewer Septic Drain Cleaning Service Inc | PO Box 50633 | | | | Knoxville | TN | 37950-0633 | | | | Trade Claim | | | | No | \$270.00 |
| 3.045 | Knoxville Door LLC | PO Box 11023 | | | | Knoxville | TN | 37939 | | | | Trade Claim | | | | No | \$413.63 |
| 3.046 | Knoxville Utilities Board | PO Box 59029 | | | | Knoxville | TN | 37950-9029 | | | | Trade Claim | | | | No | \$2,587.00 |
| 3.047 | Lakeside Commercial Refrigeration LLC | PO Box 1680 | | | | Lincolnton | NC | 28093 | | | | Trade Claim | | | | No | \$2,740.38 |
| 3.048 | Libertas Funding, LLC | 382 Greenwich Avenue | Suite 2 | | | Greenwich | CT | 06830 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.049 | Lifestream Water Systems Inc | 528 W 1st Street | | | | Salida | CO | 81201-3267 | | | | Trade Claim | | | | No | \$976.69 |
| 3.050 | Loomis | Dept 0757 | PO Box 120001 | | | Dallas | TX | 75312-0757 | | | | Trade Claim | | | | No | \$8,667.12 |
| 3.051 | Mantis Funding LLC | c/o Zachter PLLC | 2 University Plaza | Suite 205 | | Hackensack | NY | 07601-0760 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.052 | MetLife Group Benefits-dental | PO Box 804466 | | | | Kansas City | MO | 64180-4466 | | | | Trade Claim | | | | No | \$103.00 |
| 3.053 | Midwest Badge Corp | PO Box 1516 | | | | Skokie | IL | 60076-8516 | | | | Trade Claim | | | | No | \$76.96 |
| 3.054 | North Carolina Dept of Trans | Fiscal Section-accts Receiv | 1514 Mail Service Center | | | Raleigh | NC | 27699-0000 | | | | Trade Claim | | | | No | \$1,200.00 |
| 3.055 | Optec Displays Inc | 1700 S Desoto Place | | | | Ontario | CA | 91761-0000 | | | | Trade Claim | | | | No | \$1,759.54 |
| 3.056 | P and M Holding Group LLP | 16060 Collections Center Dr | | | | Chicago | IL | 60693 | | | | Trade Claim | | | | No | \$9,500.00 |
| 3.057 | Peter H Brenn | 1400 W Olive Ave Ste 101 | | | | Burbank | CA | 91506 | | | | Trade Claim | | | | No | \$19,125.00 |
| 3.058 | Piedmont Natural Gas | PO Box 1246 | | | | Charlotte | NC | 28201-1246 | | | | Trade Claim | | | | No | \$540.80 |

SCHEDULE E/F PART 2 ATTACHMENT

Creditors Who Have Non-Priority Unsecured Claims

| ID | Creditor's Name | Address 1 | Address 2 | Address 3 | Address 4 | City | State | Zip | Country | Date Incurred | Last 4 Digits of Account # | Basis for Claim | Contingent | Unliquidated | Disputed | Is the Claim Subject to Offset? (Yes/No) | Total Claim |
|-------|--------------------------------------|--------------------------------|-----------------------|------------|-----------|----------------|-------|------------|---------|---------------|----------------------------|--------------------|------------|--------------|----------|--|--------------|
| 3.059 | Platinum Landscape Designs LLC | 132 Hidden Harbor Rd | | | | Mooresville | NC | 28117 | | | | Trade Claim | | | | No | \$325.00 |
| 3.060 | Price Davis LLC | 3882 E Hwy 27 | | | | Iron Station | NC | 28080 | | | | Trade Claim | | | | No | \$319.95 |
| 3.061 | Pro Services of Lake Norman LLC | 502 Pilch Rd | | | | Troutman | NC | 28166 | | | | Trade Claim | | | | No | \$250.00 |
| 3.062 | RC Sports Inc | 17501 W 98th Street 18-51 | | | | Lenexa | KS | 66219-0000 | | | | Trade Claim | | | | No | \$25.00 |
| 3.063 | Region Capital | 323 Sunny Isles Blvd | Suite 501 | | | Sunny Isles | FL | 33160 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.064 | Reinhart Foodservice LLC | 6250 N River Road Suite 9000 | | | | Rosemont | IL | 60018 | | | | Trade Claim | | | | No | \$11,704.54 |
| 3.065 | Rentokil North America Inc | PO Box 13848 | | | | Reading | PA | 19612 | | | | Trade Claim | | | | No | \$1,581.39 |
| 3.066 | RF Technologies In | PO Box 142 | | | | Bethalto | IL | 62010 | | | | Trade Claim | | | | No | \$901.44 |
| 3.067 | Rizon Restaurant Services Inc | 1660 Katy Ln | | | | Fort Mill | SC | 29708 | | | | Trade Claim | | | | No | \$1,058.13 |
| 3.068 | Royal Business Group, LLC | 456A Central Avenue #147 | | | | Cedarhurst | NY | 11516 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.069 | RTHT Investments, LLC | 131 E Lincoln Ave Ste C | | | | Fort Collins | CO | 80524 | | | | Intercompany Claim | X | X | X | No | Undetermined |
| 3.070 | SD Holdings, LLC | 131 E Lincoln Ave Ste C | | | | Fort Collins | CO | 80524 | | | | Intercompany Claim | X | X | X | No | Undetermined |
| 3.071 | SD OXI, LLC | 131 E Lincoln Ave Ste C | | | | Fort Collins | CO | 80524 | | | | Intercompany Claim | X | X | X | No | Undetermined |
| 3.072 | SD Restaurant Group, LLC | 131 E Lincoln Ave Ste C | | | | Fort Collins | CO | 80524 | | | | Intercompany Claim | X | X | X | No | Undetermined |
| 3.073 | SDI of Pigeon Forge, LLC | Attn: President | 7100B Kingston Pike | | | Knoxville | TN | 37919 | | | | Trade Claim | X | X | X | No | \$27,750.00 |
| 3.074 | SD-Missouri, LLC | 131 E Lincoln Ave Ste C | | | | Fort Collins | CO | 80524 | | | | Intercompany Claim | X | X | X | No | Undetermined |
| 3.075 | Sevier County Utility District | PO Box 6519 | | | | Sevierville | TN | 37864-6519 | | | | Trade Claim | | | | No | \$642.10 |
| 3.076 | Shoes For Crews Inc | PO Box 734176 | | | | Chicago | IL | 60673-4176 | | | | Trade Claim | | | | No | \$1,085.30 |
| 3.077 | Snagajob Com Inc | 32978 Collections Center Drive | | | | Chicago | IL | 60693-0329 | | | | Trade Claim | | | | No | \$495.00 |
| 3.078 | Sonic Industries Inc | PO Box 268946 | | | | Oklahoma City | OK | 73126-0000 | | | | Trade Claim | | | | No | \$252,999.63 |
| 3.079 | Southeastern Protection Services Inc | PO Box 1077 | | | | Ball Ground | GA | 30107 | | | | Trade Claim | | | | No | \$1,040.00 |
| 3.080 | Stafford-Smith Inc | Dept 771493 | PO Box 77000 | | | Detroit | MI | 48277-1493 | | | | Trade Claim | | | | No | \$4,636.55 |
| 3.081 | Staley Inc | 8101 Fourche | | | | Little Rock | AR | 72209 | | | | Trade Claim | | | | No | \$10,739.05 |
| 3.082 | Store Capital Corporation | 8377 E Hartford Dr Ste 100 | | | | Scottsdale | AZ | 85255-0000 | | | | Trade Claim | | | | No | \$52,047.03 |
| 3.083 | Teddy Eugene Scevers | 2024 Stratford Ave | | | | Charlotte | NC | 28205 | | | | Trade Claim | | | | No | \$1,160.00 |
| 3.084 | Time Warner Cable-70872 | PO Box 4617 | | | | Carol Stream | IL | 60197-4617 | | | | Trade Claim | | | | No | \$129.99 |
| 3.085 | Town of Mooresville | PO Box 602113 | | | | Charlotte | NC | 28260-2113 | | | | Trade Claim | | | | No | \$319.27 |
| 3.086 | TVT 2.0, LLC | c/o Parson Behle & Latimer | 201 South Main Street | Suite 1800 | | Salt Lake City | UT | 84111 | | | | Litigation Claim | X | X | X | No | Undetermined |
| 3.087 | TVT 2.0, LLC | c/o Parson Behle & Latimer | 201 South Main Street | Suite 1800 | | Salt Lake City | UT | 84111 | | | | Trade Claim | X | X | X | No | Undetermined |
| 3.088 | Union County | PO Box 580194 | | | | Charlotte | NC | 28258-0194 | | | | Trade Claim | | | | No | \$311.19 |
| 3.089 | US Foods Inc | PO Box 602286 | | | | Charlotte | NC | 28260-0000 | | | | Trade Claim | | | | No | \$198,305.52 |
| 3.090 | Valley Proteins Inc | PO Box 643393 | | | | Cincinnati | OH | 45264-0000 | | | | Trade Claim | | | | No | \$215.00 |
| 3.091 | Wellmans Lawncare and Landscape LLC | 5055 Crawley Dale St | | | | Morgantown | NC | 28655 | | | | Trade Claim | | | | No | \$760.00 |
| 3.092 | WH Acquisition LLP | 7620 Omnitech Pl Ste 1 | | | | Victor | NY | 14564 | | | | Trade Claim | | | | No | \$2,915.90 |
| 3.093 | Whaley Foodservice | PO Box 890771 | c/o BB&T | | | Charlotte | NC | 28289-0000 | | | | Trade Claim | | | | No | \$1,124.07 |
| 3.094 | Wood Catawba Center LLC | 321 Henry Street | | | | Lexington | KY | 40508 | | | | Trade Claim | | | | No | \$831.87 |
| 3.095 | X-press Signs Graphics | 5830 W Hendryx Ave | | | | Wichita | KS | 67209-0000 | | | | Trade Claim | | | | No | \$1,230.98 |

Fill in this information to identify the case:

Debtor name: SD-Charlotte, LLC

United States Bankruptcy Court for the: Western District of North Carolina

Case number: 20-30149

☐

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

Schedule G: Executory Contracts and Unexpired Leases

1. Does the debtor have any executory contracts or unexpired leases?



No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.



Yes. Fill in all of the information below even if the contracts or leases are listed on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1

State what the contract or lease is for and the nature of the debtor's interest

See Attachment

State the term remaining

List the contract number of any government contract

| ID | Description of Contract or Lease | Real Property Lease? (Yes/No) | Effective Date | Remainder of Term (Days) | Creditor's Name | Address 1 | Address 2 | Address 3 | City | State | Zip | Country |
|------|--|-------------------------------|----------------|--------------------------|---|------------------------|-----------|-----------|---------------|-------|------------|---------|
| 3.01 | Lease Agreement by and between Annette P. and Joe Macione, Jr. and Boom Foods, LLC dated November 16, 2009. | Yes | 11/16/2009 | Unknown | Annette P. and Joe Macione, Jr. | 118 Phlox Creek Road | | | Bristol | TN | 37620 | |
| 3.02 | 22. System and Professional Services Agreement by and between Infor Restaurant Systems and SD Charlotte, LLC [undated] as amended June 1, 2018. | No | 5/31/2018 | Unknown | infor restaurant systems | 175 Ledge Street | Suite 2 | | Nashua | NH | 03060 | |
| 3.03 | Lease Agreement by and between Peter Hanny Brenn Separate Property Trust and SDMissouri. | Yes | 1/11/2019 | Unknown | Peter Hanny Brenn Separate Property Trust | 10642 Chapman Highway | | | Seymour | TN | 37865 | |
| 3.04 | Sublease Agreement (SDI of Pigeon Forge, LLC to SD Charlotte) | Yes | 5/31/2018 | Unknown | SDI of Pigeon Forge, LLC | 7100B Kingston Pike | | | Knoxville | TN | 37919 | |
| 3.05 | 8. Sonic Franchisee Services Agreement by and between Shields Enterprises International LLC and SD-Charlotte, LLC dated July 11, 2018 | No | 7/11/2018 | Unknown | Shields Enterprises International LLC | 701 Demers Ave | | | Grand Forks | ND | 58201 | |
| 3.06 | Sonic Industries Inc. Number 6A License Agreement by and between Sonic Industries LLC as successor in interest to Sonic Industries Inc. and SDI of Pigeon Forge LLC dated May 11, 2006. | No | 3/1/2016 | Unknown | Sonic Industries Inc. | PO Box 268946 | | | Oklahoma City | OK | 73126-8946 | |
| 3.07 | All those certain License Agreements by and between SD-Charlotte, LLC, as licensee, and Sonic Industries LLC, as licensor, more particularly described in that certain Transfer, Guaranty and Ownership Restriction Agreement by and among Boom #1, LLC, Boom #2, LLC, Boom #3, LLC, Boom #4, LLC, Boom #6, LLC, Boom #8, LLC, Boom #10, LLC, BRH Enterprises, LLC, Coleman Bradley, Jr., SD-Charlotte, LLC, Yaron Goldman, and Sonic Industries LLC dated December 8, 2017. | No | 5/30/2017 | Unknown | Sonic Industries LLC | PO Box 268946 | | | Oklahoma City | OK | 73126-8946 | |
| 3.08 | Sonic Industries LLC Number 6A License Agreement by and between Sonic Industries LLC and SDI of Seymour, LLC dated July 2, 2007. | No | 3/1/2016 | Unknown | Sonic Industries LLC | PO Box 268946 | | | Oklahoma City | OK | 73126-8946 | |
| 3.09 | Master Lease Agreement by and between Store Master Funding III, LLC and Boom Holdings, LLC dated February 27, 2013. | Yes | 2/27/2013 | Unknown | Store Master Funding III, LLC | 8501 E. Princess Drive | Suite 190 | | Scottsdale | AZ | 85255 | |
| 3.10 | Deed of Lease Agreement by and between Wlodzimierz Szpikowski and SD-Missouri, LLC dated January 1, 2019. | Yes | 1/17/2019 | Unknown | Wlodzimierz Szpikowski | 877 Old Airport Road | | | Bristol | VA | 24201 | |

Fill in this information to identify the case:

Debtor name: SD-Charlotte, LLC

United States Bankruptcy Court for the: Western District of North Carolina

Case number: 20-30149

☐

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

☐

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☒

Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, *Schedules D-G*. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing Address

Name

Check all schedules that apply:

2.1 See Attachment

☐ D

☐ E/F

☐ G

SCHEDULE H ATTACHMENT
Codebook

| ID | Codebtor Name | Codebtor Address | Creditor's Name | D | E/F | G |
|-------|-------------------------------------|---|---|---|-----|---|
| 2.001 | 1319 State Street Owner, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.002 | 1319 State Street Owner, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Libertas Funding, LLC | X | X | |
| 2.003 | 8269 US Highway 431 North Owner LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.004 | 877 Old Airport Road Owner LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.005 | Carolina Express Restaurants, LLC | 211 West Matthews Street, Suite 101, Matthews, NC 28105 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.006 | Carolina Express Restaurants, LLC | 211 West Matthews Street, Suite 101, Matthews, NC 28105 | Libertas Funding, LLC | X | X | |
| 2.007 | Chef and Company, LLC | 211 W. Matthews Street, Matthews, NC 28105 | APP Funding LLC | X | X | |
| 2.008 | Chef and Company, LLC | 211 W. Matthews Street, Matthews, NC 28105 | Royal Business Group, LLC | X | X | |
| 2.009 | Deli Managers, Inc. | 1207-B Crews Road, Matthews, NC 28105 | APP Funding LLC | X | X | |
| 2.010 | Deli Managers, Inc. | 1207-B Crews Road, Matthews, NC 28105 | BMF Capital, LLC | | X | |
| 2.011 | Deli Managers, Inc. | 1207-B Crews Road, Matthews, NC 28105 | Libertas Funding, LLC | X | X | |
| 2.012 | Deli Managers, Inc. | 1207-B Crews Road, Matthews, NC 28105 | Region Capital | | X | |
| 2.013 | Deli Managers, Inc. | 1207-B Crews Road, Matthews, NC 28105 | Royal Business Group, LLC | X | X | |
| 2.014 | Delis of the South, LLC | 211 W. Matthews Street, Matthews, NC 28105 | APP Funding LLC | X | X | |
| 2.015 | Delis of the South, LLC | 211 W. Matthews Street, Matthews, NC 28105 | BMF Capital, LLC | | X | |
| 2.016 | Delis of the South, LLC | 211 W. Matthews Street, Matthews, NC 28105 | Region Capital | | X | |
| 2.017 | Delis of the South, LLC | 211 W. Matthews Street, Matthews, NC 28105 | Royal Business Group, LLC | X | X | |
| 2.018 | Goldman Properties, LLC | 16779 Commons Creek Drive, Charlotte, NC 28277 | APP Funding LLC | X | X | |
| 2.019 | Goldman Properties, LLC | 16779 Commons Creek Drive, Charlotte, NC 28277 | Royal Business Group, LLC | X | X | |
| 2.020 | J.Y.D. LLC | 10505 Paces Ave., Suite 1621, Matthews, NC 28105 | Libertas Funding, LLC | X | X | |
| 2.021 | J.Y.D., Inc. | 10505 Paces Ave., Suite 1621, Matthews, NC 28105 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.022 | J.Y.D., Inc. | 10505 Paces Ave., Suite 1621, Matthews, NC 28105 | APP Funding LLC | X | X | |
| 2.023 | J.Y.D., Inc. | 10505 Paces Ave., Suite 1621, Matthews, NC 28105 | Royal Business Group, LLC | X | X | |
| 2.024 | Mountain Deli Management LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | APP Funding LLC | X | X | |
| 2.025 | Mountain Deli Management LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Royal Business Group, LLC | X | X | |
| 2.026 | Mountain Deli, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | APP Funding LLC | X | X | |
| 2.027 | Mountain Deli, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Royal Business Group, LLC | X | X | |
| 2.028 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.029 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | APP Funding LLC | X | X | |
| 2.030 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | BMF Capital, LLC | | X | |
| 2.031 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | EIN CAP, Inc. | | X | |
| 2.032 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Itria Ventures LLC | X | X | |
| 2.033 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Libertas Funding, LLC | X | X | |
| 2.034 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Region Capital | | X | |
| 2.035 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Royal Business Group, LLC | X | X | |
| 2.036 | RTHT Investments, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | TVT Capital | | X | |
| 2.037 | SD Holdings, LLC | 3710 Cardinal Downs Drive, Greensboro, NC 27410 | APP Funding LLC | X | X | |
| 2.038 | SD Holdings, LLC | 3710 Cardinal Downs Drive, Greensboro, NC 27410 | Itria Ventures LLC | X | X | |
| 2.039 | SD Holdings, LLC | 3710 Cardinal Downs Drive, Greensboro, NC 27410 | Royal Business Group, LLC | X | X | |
| 2.040 | SD Real Estate Investments LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | APP Funding LLC | X | X | |
| 2.041 | SD Real Estate Investments LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Royal Business Group, LLC | X | X | |
| 2.042 | SD Restaurant Group, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | APP Funding LLC | X | X | |
| 2.043 | SD Restaurant Group, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | BMF Capital, LLC | | X | |
| 2.044 | SD Restaurant Group, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | EIN CAP, Inc. | | X | |
| 2.045 | SD Restaurant Group, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Itria Ventures LLC | X | X | |
| 2.046 | SD Restaurant Group, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Region Capital | | X | |
| 2.047 | SD Restaurant Group, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Royal Business Group, LLC | X | X | |
| 2.048 | SD Restaurant Group, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | TVT Capital | | X | |
| 2.049 | SD-Charlotte, LLC | 131 East Lincoln Ave., Suite C, Fort Collins, CO 80524 | TVT Capital | | X | |
| 2.050 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.051 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | APP Funding LLC | X | X | |
| 2.052 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | BMF Capital, LLC | | X | |
| 2.053 | SD-Missouri, LLC | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Bridge Funding Group | X | | |

SCHEDULE H ATTACHMENT
Codebook

| ID | Codebtor Name | Codebtor Address | Creditor's Name | D | E/F | G |
|-------|-----------------------------|--|---|---|-----|---|
| 2.054 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | EIN CAP, Inc. | | X | |
| 2.055 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Itria Ventures LLC | X | X | |
| 2.056 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Libertas Funding, LLC | X | X | |
| 2.057 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Region Capital | | X | |
| 2.058 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Royal Business Group, LLC | X | X | |
| 2.059 | SD-Missouri, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | TVT Capital | | X | |
| 2.060 | SD-North Carolina, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Advantage Platform Services, Inc., (dba) Advantage Capital Funding) | | X | |
| 2.061 | SD-Omaha LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Libertas Funding, LLC | X | X | |
| 2.062 | SD-Oxi, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | APP Funding LLC | X | X | |
| 2.063 | SD-Oxi, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | BMF Capital, LLC | | X | |
| 2.064 | SD-Oxi, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Itria Ventures LLC | X | X | |
| 2.065 | SD-Oxi, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Region Capital | | X | |
| 2.066 | SD-Oxi, LLC | 131 E. Lincoln Ave., Fort Collins, CO 80524 | Royal Business Group, LLC | X | X | |
| 2.067 | Southern Deli Holdings, LLC | 211 W. Matthews Street, Matthews, NC 28105 | APP Funding LLC | X | X | |
| 2.068 | Southern Deli Holdings, LLC | 211 W. Matthews Street, Matthews, NC 28105 | BMF Capital, LLC | | X | |
| 2.069 | Southern Deli Holdings, LLC | 211 W. Matthews Street, Matthews, NC 28105 | Libertas Funding, LLC | X | X | |
| 2.070 | Southern Deli Holdings, LLC | 211 W. Matthews Street, Matthews, NC 28105 | Region Capital | | X | |
| 2.071 | Southern Deli Holdings, LLC | 211 W. Matthews Street, Matthews, NC 28105 | Royal Business Group, LLC | X | X | |
| 2.072 | Southern Deli Holdings, LLC | 211 W. Matthews Street, Matthews, NC 28105 | TVT Capital | | X | |
| 2.073 | Southern Deli, L.L.C. | 211 W. Matthews Street, Matthews, NC 28105 | APP Funding LLC | X | X | |
| 2.074 | Southern Deli, L.L.C. | 211 W. Matthews Street, Matthews, NC 28105 | Royal Business Group, LLC | X | X | |
| 2.075 | Southern Deli, LLC | 211 W. Matthews Street, Matthews, NC 28105 | Libertas Funding, LLC | X | X | |
| 2.076 | Triad Southern Deli, LLC | 1207-B Crews Road, Matthews, NC 28105 | APP Funding LLC | X | X | |
| 2.077 | Triad Southern Deli, LLC | 1207-B Crews Road, Matthews, NC 28105 | Libertas Funding, LLC | X | X | |
| 2.078 | Triad Southern Deli, LLC | 1207-B Crews Road, Matthews, NC 28105 | Royal Business Group, LLC | X | X | |
| 2.079 | Triad Southern Deli, LLC | 1207-B Crews Road, Matthews, NC 28105 | BMF Capital, LLC | | X | |
| 2.080 | Triad Southern Deli, LLC | 1207-B Crews Road, Matthews, NC 28105 | Region Capital | | X | |
| 2.081 | Yaron Goldman | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | APP Funding LLC | X | | |
| 2.082 | Yaron Goldman | 131 E. Lincoln Ave., Suite C, Fort Collins, CO 80524 | Royal Business Group, LLC | X | | |

Fill in this information to identify the case:

Debtor name: SD-Charlotte, LLC

United States Bankruptcy Court for the: Western District of North Carolina

Case number: 20-30149



Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

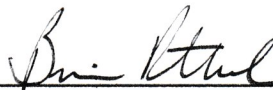
- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a _____

declaration

I declare under penalty of perjury that the foregoing is true and correct.

3/30/2020

Executed on



Signature of individual signing on behalf of debtor
Brian Rosenthal

Printed name
Chief Restructuring Officer

Position or relationship to debtor